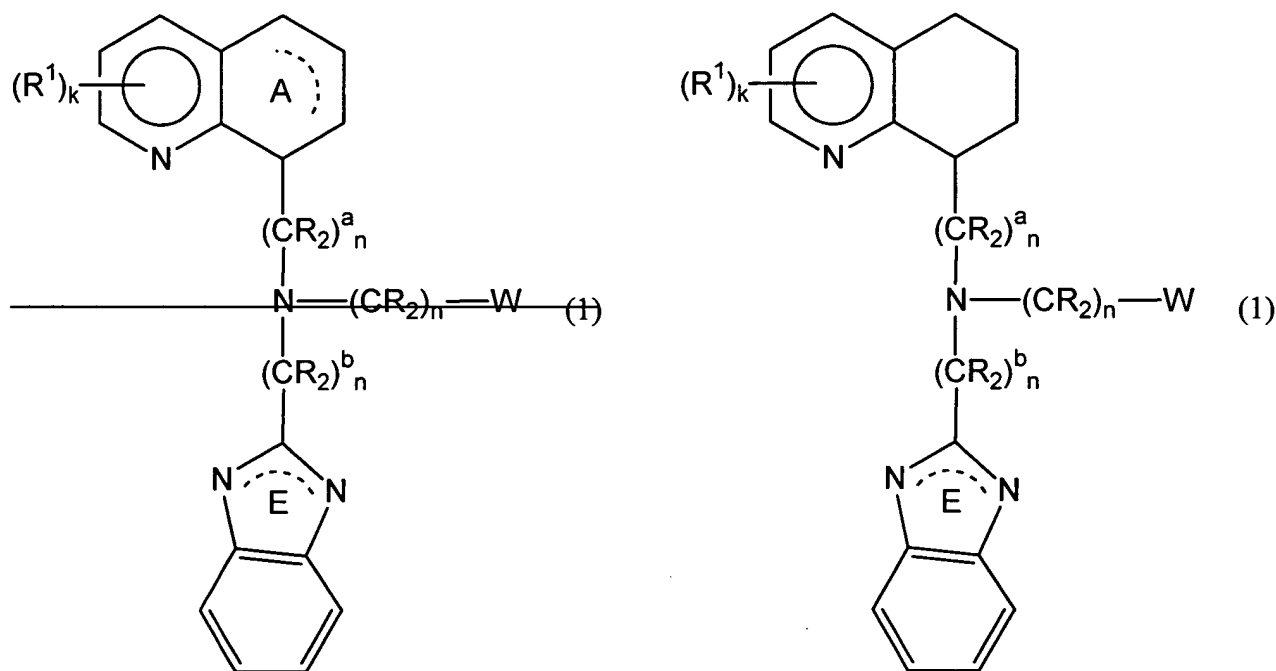


AMENDMENTS TO THE CLAIMS

1. (currently amended) A compound of the formula



and the salts and prodrug forms thereof

wherein

~~the dotted lines represent optional unsaturation;~~

R<sup>1</sup> is a non-interfering substituent selected from halo, substituted or unsubstituted alkyl, substituted or unsubstituted hydroxyl, substituted or unsubstituted amino, substituted or unsubstituted thiol, and substituted or unsubstituted acyl;

k is 0-3;

each n is independently 0 or 1;

each R is independently H or alkyl (1-6C);

~~W is a 5-6 membered heterocyclic ring comprising one or more heterotoms, optionally fused with a benzene ring, or a benzene ring fused with another 5-6 membered heterocyclic ring, optionally containing a double bond pyridyl, oxazolyl, or imidazolyl;~~ wherein W is optionally substituted with Y<sub>j</sub>;

j is 0-3;

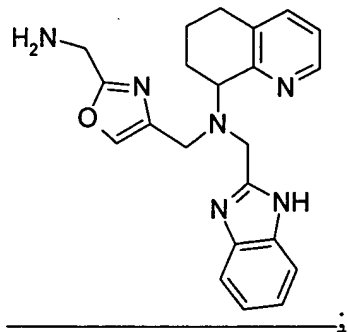
each Y is independently a non-interfering substituent selected from the group consisting of halo, OR; SH; SO; SO<sub>2</sub>;

optionally substituted phenyl;

- (CR<sub>2</sub>)<sub>m</sub>OR;
- (CR<sub>2</sub>)<sub>m</sub>COR;
- (CR<sub>2</sub>)<sub>m</sub>COOR;
- (CR<sub>2</sub>)<sub>m</sub>N=CH—NR<sub>2</sub>;
- (CR<sub>2</sub>)<sub>m</sub>CN;
- (CR<sub>2</sub>)<sub>m</sub>NR<sup>5</sup><sub>2</sub>;
- (CR<sub>2</sub>)<sub>m</sub>NR(CR<sub>2</sub>)<sub>m</sub>NRR<sup>4</sup>;
- (CR<sub>2</sub>)<sub>m</sub>NR(CR<sub>2</sub>)<sub>m</sub>NR(CR<sub>2</sub>)<sub>m</sub>NR<sup>5</sup><sub>2</sub>;
- (CR<sub>2</sub>)<sub>m</sub>CO(CR<sub>2</sub>)<sub>m</sub>NR<sup>5</sup><sub>2</sub>;
- (CR<sub>2</sub>)<sub>m</sub>CO(CR<sub>2</sub>)<sub>m</sub>NR(CR<sub>2</sub>)<sub>m</sub>NRR<sup>4</sup>;
- (CR<sub>2</sub>)<sub>m</sub>CO(CR<sub>2</sub>)<sub>m</sub>NR(CR<sub>2</sub>)<sub>m</sub>NR(CR<sub>2</sub>)<sub>m</sub>NR<sup>5</sup><sub>2</sub>;
- (CR<sub>2</sub>)<sub>m</sub>NR(CR<sub>2</sub>)<sub>m</sub>NRR<sup>4</sup>;
- (CR<sub>2</sub>)<sub>m</sub>NR(CR<sub>2</sub>)<sub>m</sub>NR(CR<sub>2</sub>)<sub>m</sub>NR<sup>5</sup><sub>2</sub>;
- (CR<sub>2</sub>)<sub>m</sub>NR(CR<sub>2</sub>)<sub>m</sub>NR(CR<sub>2</sub>)<sub>m</sub>NR(CR<sub>2</sub>)<sub>m</sub>NR<sup>5</sup><sub>2</sub>;
- (CR<sub>2</sub>)<sub>m</sub>NROH;
- (CR<sub>2</sub>)<sub>m</sub>CONROH;
- (CR<sub>2</sub>)<sub>m</sub>CR=NOH;
- (CR<sub>2</sub>)<sub>m</sub>guanidino;
- (CR<sub>2</sub>)<sub>m</sub>CONHNHR; and
- (CR<sub>2</sub>)<sub>m</sub>amidino;

wherein R is H or alkyl (1-6C), each m is independently 0-4, and each R<sup>4</sup> and each R<sup>5</sup> is independently H, alkyl (1-6C), alkenyl (1-6C), alkynyl (1-6C), or acyl (1-6C), each optionally substituted by one or more nonaromatic, nonheterocyclic substituent(s) and a indicates the linker between Ring A and N and b indicates the linker between ring E and the N.

2. (original) The compound of claim 1, wherein E comprises a pi bond coupled to one N.
3. (canceled)
4. (original) The compound of claim 1, wherein k is 0-1.
5. (canceled)
6. (original) The compound of claim 1, wherein one of  $(CR_2)_n^a$  and  $(CR_2)_n^b$  is  $CH_2$  and the other is a bond.
7. (original) The compound of claim 6, wherein  $(CR_2)_n^a$  is a bond and  $(CR_2)_n^b$  is  $CH_2$ .
- 8-9. (canceled)
10. (currently amended) The compound of claim 9, wherein W is a ~~5-6 membered~~ heterocyclic ring optionally substituted with benzyl, halo, or  $(CR_2)_m-NH_2$  where  $m = 0-1$ , ~~benzyl or halo~~.
- 11-14. (canceled)
15. (currently amended) The compound of ~~claim 11~~ claim 1, wherein said compound is selected from the group consisting of



~~(1H-benzimidazol-2-ylmethyl)-(5,6,7,8-tetrahydroquinolin-8-yl)-[(1-aminomethyl)-benzoxazol-3-ylmethyl]]-amine;~~

(1H-benzimidazol-2-ylmethyl)-(5,6,7,8-tetrahydroquinolin-8-yl)-[(1-benzyl-2-aminomethyl)-imidazol-5-ylmethyl]]-amine;

6-aminomethylpyridin-3-ylmethyl-(1H-benzimidazol-2-ylmethyl)-(5,6,7,8-tetrahydroquinolin-8-yl)-amine;

(6-aminopyridin-3-ylmethyl)-(benzimidazol-2-ylmethyl)-(5,6,7,8-tetrahydroquinolin-8-yl)-amine;

(2-aminopyridin-3-ylmethyl)-(benzimidazol-2-ylmethyl)-(5,6,7,8-tetrahydro-8-quinoliny)-amine;

(6-amino-pyridin-2-ylmethyl)-(1H-benzimidazol-2-ylmethyl)-(5,6,7,8-tetrahydro-quinolin-8-yl)-amine;

(4-amino-pyridin-3-ylmethyl)-(1H-benzimidazol-2-ylmethyl)-(5,6,7,8-tetrahydro-quinolin-8-yl)-amine;

(1H-benzimidazol-2-ylmethyl)-(5,6,7,8-tetrahydroquinolin-8-yl)-(imidazol-2-yl)-methylamine;

4-{[(1H-benzimidazol-2-ylmethyl)-(5,6,7,8-tetrahydro-quinolin-8-yl)-amino]-methyl}-2,6-dichloropyridine;

~~(1H-benzimidazol-2-ylmethyl)-benzoxazol-5-ylmethyl-(5,6,7,8-tetrahydro-quinolin-8-yl)-amine;~~

pyridin-2-ylmethyl-(1H-benzimidazol-2-ylmethyl)-(5,6,7,8-tetrahydroquinolin-8-yl)-amine;

~~(1H-benzimidazol-2-ylmethyl)-benzoxazol-6-ylmethyl-(5,6,7,8-tetrahydro-quinolin-8-yl)-amine;~~

~~(1H-benzimidazol-4-ylmethyl)-(1H-benzimidazol-2-ylmethyl)-(5,6,7,8-tetrahydro-quinolin-8-yl)-amine;~~

(1H-benzimidazol-2-ylmethyl)-pyridin-4-ylmethyl-(5,6,7,8-tetrahydro-quinolin-8-yl)-amine;

~~(1H-benzimidazol-2-ylmethyl)-(benzo[1,3]dioxol-4-ylmethyl)-(5,6,7,8-tetrahydro-quinolin-8-yl)-amine;~~

~~benzo[1,3]dioxol-5-ylmethyl-(1H-benzoimidazol-2-ylmethyl)-(5,6,7,8-tetrahydro-quinolin-8-yl)-amine;~~

~~(1H-benzimidazol-2-ylmethyl)-(2,3-dihydro-benzofuran-7-ylmethyl)-(5,6,7,8-tetrahydro-quinolin-8-yl)-amine;~~

(1H-benzimidazol-2-ylmethyl)-pyridin-3-ylmethyl-(5,6,7,8-tetrahydro-quinolin-8-yl)-amine;

~~(1H-benzoimidazol-5-ylmethyl)-(1H-benzoimidazol-2-ylmethyl)-(5,6,7,8-tetrahydro-quinolin-8-yl)-amine;~~

bis-(1H-benzimidazol-2-ylmethyl)-(5,6,7,8-tetrahydro-quinolin-8-yl)-amine; (1H-benzimidazol-2-ylmethyl)-(3H-imidazol-4-ylmethyl)-(5,6,7,8-tetrahydro-quinolin-8-yl)-amine;  
or a salt thereof.

16. (currently amended) A pharmaceutical composition for modulating chemokine receptor activity comprising a therapeutically effective amount of the compound of ~~claim 11~~ claim 1.

17. (original) The pharmaceutical composition of claim 16, wherein  $(CR_2)_n^a$  is a bond and  $(CR_2)_n^b$  is  $CH_2$ .

18. (canceled)

19. (currently amended) The pharmaceutical composition of ~~claim 18~~ claim 16, wherein ring E comprises a pi bond coupled to one N.

20. (original) A pharmaceutical composition for modulating chemokine receptor activity comprising a therapeutically effective amount of the compound of claim 15.

21. (withdrawn) A method to treat HIV or FIV, comprising administering to a subject in need of such treatment an effective amount of the compound of any of claim 1, or a pharmaceutical composition thereof.

22. (new) The pharmaceutical composition of claim 16, wherein k is 0-1.
23. (new) The pharmaceutical composition of claim 20, wherein said chemokine receptor is CXCR4 or CCR5.
24. (new) A method for modulating chemokine receptor activity, comprising administering to a subject in need thereof an effective amount of the compound of claim 1, or a pharmaceutical composition thereof.
25. (new) The method of claim 24, wherein said chemokine receptor is CXCR4 or CCR5.
26. (new) The method of claim 24, wherein said subject has HIV or FIV.